

**DYKEMA GOSSETT PLLC**  
**39577 Woodward Avenue**  
**Suite 300**  
**Bloomfield Hills, MI 48304-2820**  
**(248) 203-0700**  
**Ronald L. Rose (P19621)**

**Special Counsel for Delphi Corporation, et al.,**  
**Debtors and Debtors-in-Possession**

**Delphi Legal Information Hotline:**  
**Toll Free: (800) 718-5305**  
**International: (248) 813-2698**

**Delphi Legal Information Website:**  
<http://www.delphidocket.com>

**UNITED STATES BANKRUPTCY COURT**  
**SOUTHERN DISTRICT OF NEW YORK**

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:  
In re : Chapter 11  
:  
DELPHI CORPORATION, et al., : Case No. 05-44481 (RDD)  
:  
Debtors. : (Jointly Administered)  
:  
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**SUMMARY SHEET PURSUANT TO UNITED STATES TRUSTEE GUIDELINES  
FOR REVIEWING APPLICATIONS FOR COMPENSATION AND REIMBURSEMENT  
OF EXPENSES FOR SECOND AND FINAL FEE APPLICATION OF DYKEMA GOSSETT  
PLLC FOR ALLOWANCE OF COMPENSATION AND REIMBURSEMENT OF EXPENSES  
AS SPECIAL COUNSEL FOR THE DEBTORS TO APRIL 1, 2007 FOR THE PERIOD FROM  
OCTOBER 1, 2007 THROUGH AND INCLUDING JANUARY 25, 2008**

**Name of Applicant:** Dykema Gossett PLLC  
**Time Period:** October 1, 2007 through and including January 25, 2008  
**Role in the Case:** Special Counsel for the Debtors and Debtors in Possession  
to April 1, 2007  
**Date of Retention:** August 15, 2007

**SUMMARY OF APPLICATION**

**Prior Applications:**

	<b>First Fee Application</b>	<b>Second and Final Fee Application</b>
<b>Fees Previously Requested</b>	\$382,809.95	Current Application
<b>Fees Previously Awarded</b>	\$381,766.45	Current Application
<b>Expenses Previously Requested</b>	\$ 28,365.03	Current Application
<b>Expenses Previously Awarded</b>	\$ 28,309.03	Current Application

**CURRENT APPLICATION FEES AND EXPENSES SUMMARY**

<b>Date Filed</b>	<b>Period Covered</b>	<b>Requested Fees this Period</b>	<b>Requested Expenses this Period</b>	<b>Amount of Fees Paid this Period (80%)</b>	<b>Amount of Holdback Fees this Period (20%)</b>
12/18/2009	10/01/2007 - 01/25/2008	\$265,520.65	\$24,438.59	\$212,416.52	\$53,104.13
<b>Total</b>	<b>10/01/2007 – 01/25/2008</b>	<b>\$265,520.65</b>	<b>\$24,438.59</b>	<b>\$212,416.52</b>	<b>\$53,104.13</b>

## EXHIBIT B

### SUMMARY OF FEES DELPHI CORPORATION, et al.

**OCTOBER 1, 2007 THROUGH AND INCLUDING JANUARY 25, 2008**

<u>ATTORNEYS</u>	<u>TITLE</u>	<u>YEAR ADMITTED TO BAR</u>	<u>HOURLY BILLING RATE AND YEAR</u>	<u>HOURLY BILLING RATE DISCOUNT AND YEAR<sup>1</sup></u>	<u>HOURS</u>	<u>AMOUNT</u>
STEVEN E. GROB	MEMBER	1979	\$480.00 / 2007		115.90	\$ 55,632.00
STEVEN E. GROB	MEMBER	1979	\$505.00 / 2008		31.80	16,059.00
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JEROME I. MAYNARD	MEMBER	1988	\$430.00 / 2007	\$387.00	7.70	2,979.90
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<sup>1</sup> Some rates are shown discounted due to an arrangement with Delphi to discount the total amount of fees for various matters. To see the amount of discount during the Fee Period, review the various accounting records referenced in Exhibit C.

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MICHELLE GALE	ASSOCIATE	2002	\$290.00 / 2007	\$224.00	20.00	4,480.00
GINA M. CAPUA	ASSOCIATE	2004	\$245.00 / 2008		2.30	563.50
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JANICE M. GAUVIN	LEGAL SPECIALIST	N/A	\$220.00 / 2008		8.90	1,958.00
			EFFECTIVE BILLING RATE	<u>\$309.00</u>		
			TOTAL HOURS		<u>848.90</u>	
			Discount			<u>(\$ 105.85)</u>
			TOTAL FEES			<u>\$ 265,520.65</u>

**EXHIBIT C**

**SUMMARY OF EXPENSES**

**DEPHI CORPORATION**

**OCTOBER 1, 2007 THROUGH AND INCLUDING JANUARY 25, 2008**

<u>Description</u>	<u>Amount</u>
Miscellaneous Expenses	\$ <u>396.19</u>
Patents and Trademarks	<u>16,970.00</u>
Printing Services	<u>103.35</u>
Professional Services	<u>4,290.00</u>
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Travel Expenses – Except Air Travel & Meals	<u>482.78</u>
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Telecommunications	<u>87.79</u>
Fax Charges	<u>39.00</u>
Printing Charges	<u>279.50</u>
Federal Express / Delivery	<u>358.48</u>
Document Delivery	<u>35.00</u>
<b>SUB TOTAL</b>	<b>\$24,463.67</b>
<b>Charges for Tabs (deducted)</b>	<b>(25.08)</b>
<b>GRAND TOTAL</b>	<b>\$24,438.59</b>

**Hearing Date and Time:** To be determined  
**Objection Deadline:** To be determined

**DYKEMA GOSSETT PLLC**  
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**UNITED STATES BANKRUPTCY COURT  
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In re	:	X
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DELPHI CORPORATION, <u>et al.</u> ,	:	Chapter 11
	:	
Debtors.	:	Case No. 05-44481 (RDD)
	:	
	:	(Jointly Administered)
	:	
	X	

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**SECOND AND FINAL FEE APPLICATION OF DYKEMA GOSSETT PLLC FOR  
ALLOWANCE OF COMPENSATION AND REIMBURSEMENT OF EXPENSES AS  
SPECIAL COUNSEL FOR THE DEBTORS TO APRIL 1, 2007 FOR THE PERIOD  
FROM OCTOBER 1, 2007 THROUGH AND INCLUDING JANUARY 25, 2008**

Dykema Gossett PLLC (“Dykema”) attorneys for the Debtors, Delphi Corporation, et al. (“Delphi”), Special Counsel for the Period from October 1, 2007 through and including January 25, 2008 (“Fee Application Period”), hereby submits this second and final application (the “Final

Application") for the second and final award of compensation for professional services rendered during the Fee Application Period and for reimbursement of expenses for the Fee Application Period. In support of the Final Application, Dykema respectfully represents:

**JURISDICTION, VENUE, AND STATUTORY AUTHORITY**

1. This Court has jurisdiction to consider this matter pursuant to 28 U.S.C. §§ 157 and 1334. This is a core proceeding pursuant to 28 U.S.C. § 157(b). Venue is proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409. This Final Application has been prepared by Dykema in accordance with the Amended Guidelines for Fees and Disbursements for Professionals in Southern District of New York Bankruptcy Cases adopted by the Court on April 19, 1995 (the "Local Guidelines"), the United States Trustee Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. § 330 adopted on January 30, 1996 (the "UST Guidelines"), and this Court's Order Pursuant to §§ 105(a) and 331 of the Bankruptcy Code Establishing Procedures for Interim Monthly Compensation and Reimbursement of Expenses of Professionals, dated November 4, 2005 (the "Interim Compensation Order," and, collectively, with the Local Guidelines and the UST Guidelines, the "Guidelines"). Pursuant to the Local Guidelines, a certification regarding compliance with same is annexed hereto as Exhibit A. Pursuant to the UST Guidelines, the Debtors have reviewed this Final Application and approved of the entire amount requested by Dykema for services performed and expenses incurred during the Fee Application Period.

**BACKGROUND**

2. On October 8 and 14, 2005, the Debtors filed voluntary petitions in this Court for reorganization relief under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as then amended (the "Bankruptcy Code"). The Debtors continue to operate their

businesses and manage their properties as debtors-in-possession under Bankruptcy Code sections 1107(a) and 1108. The Court has ordered joint administration of these cases.

3. No trustee or examiner has bee appointed in these cases. On October 17, 2005, the Office of the United States Trustee (the “U.S. Trustee”) appointed an official committee of unsecured creditors. On April 28, 2006, the U.S. Trustee appointed an official committee of equity holders (together with the official committee of unsecured creditors, the “Statutory Committee”).

4. On July 27, 2007, the Debtors filed their Application for Order under 11 U.S.C. §§ 327(e) and 1107(b) and Fed. R. Bankr. P. 2014 Authorizing Employment and Retention of Dykema Gossett PLLC as Special Counsel to Debtors Nunc Pro Tunc to April 1, 2007 with a supporting declaration (the “Rose Declaration”) (the “Employment Application”). An Order (“Employment Order”) was signed and entered into the record on August 15, 2007 by the Honorable Robert D. Drain Authorizing Employment and Retention of Dykema Gossett PLLC as Special Counsel to Debtors Nunc Pro Tunc to April 1, 2007, which authorized Dykema to provide the Debtors with ongoing legal advice and services regarding certain of the Debtors’ intellectual property, environmental, corporate and litigation matters, and unrelated issues (the “Services”).

5. Since the Petition Date, Dykema has performed a variety of non-duplicative services in which the Debtors are involved.

**SUMMARY OF SERVICES RENDERED**

6. Dykema is a professional limited liability company engaged in the general practice of law. Dykema is seeking allowance of all fees and expenses incurred during the Fee Application Period totaling \$265,520.65 in fees and \$24,438.59 in costs. Dykema maintains computerized records of the time spent and expenses incurred by all Dykema attorneys and paraprofessionals in connection with the Debtors chapter 11 cases. Subject to redaction or modification for the attorney-client privilege, where necessary, to protect the Debtors' estates, in accordance with the Interim Compensation Order, copies of these computerized records have previously been furnished to the Debtors and the Office of the United States Trustee for the Southern District of New York (the "U.S. Trustee"), in the format specified by the UST Guidelines in connection with Dykema's monthly fee statements.

7. Dykema has served four monthly statements since Dykema's Final Interim Fee Application was filed on December 14, 2007, pursuant to the Interim Compensation Order. The following monthly reports were served on the Notice Parties:

<b><u>FEE STATEMENT PERIOD</u></b>	<b><u>FEES AND EXPENSES</u></b>
Fee Statement for services rendered and for expenses incurred from: October 1, 2007 through and including October 31, 2007	\$52,953.30 = 100% of fees \$42,362.64 = 80% of fees  \$3,391.26 = 100% of expenses
Fee Statement for services rendered and for expenses incurred from: November 1, 2007 through and including November 30, 2007	\$74,242.30 = 100% of fees \$59,393.84 = 80% of fees  \$11,205.69 = 100% of expenses

Fee Statement for services rendered and for expenses incurred from: December 1, 2007 through and including December 31, 2007	\$65,244.90 = 100% of fees \$52,195.92 = 80% of fees  \$1,280.46 = 100% of expenses
Fee Statement for Services rendered and expenses incurred from: January 1, 2008 through and including January 25, 2008	\$73,080.15 = 100% of fees \$58,464.12 = 80% of fees  \$8,586.26 = 100% of expenses
<b><u>GRAND TOTAL</u></b>	<u>\$265,520.65</u> = 100% of fees \$212,416.52 = 80% of fees  \$24,463.67 = 100% of expenses - (25.08) (Tabs – unallowable expense) <u>\$24,438.59</u>

8. In connection with the commencement of the Debtors' Chapter 11 case and the preliminary work performed in advance thereof, Dykema has received no retainer fee in this case.

9. During the Fee Application Period, Dykema attorneys and paraprofessionals expended a total of 848.90 hours in the performance of necessary and critical services requested by the Debtors. A schedule setting forth the total number of hours expended by each professional or paraprofessional during the Fee Application Period, his/her title; his/her year admitted to bar, if relevant, his/her respective hourly billing rate and discounted rate and total of amount of fees and blended rates are annexed hereto as Exhibit B. A schedule specifying the nature and amount of the expenses for which Dykema is seeking reimbursement is attached hereto as Exhibit C.

10. Dykema is charging for its services in accordance with its hourly rates in effect on the dates that services were rendered. These hourly rates are identical to those generally charged by Dykema for similar services in other bankruptcy and non-bankruptcy proceedings, unless special discounts were arranged with the Debtors prior to rendering services.

11. In accordance with the U.S. Trustee's Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. § 330 (the "Trustee's Guidelines"), section II(A)(5), this Final Application has been forwarded to the Debtors for its review. Further, in compliance with section II(B)(2), Dykema states that it has served upon the Debtors all its monthly fee statements to date.

12. Dykema has filed and served this Final Application in accordance with the Interim Compensation Order.

13. The services rendered by Dykema during the Fee Application Period have been divided into several categories in accordance with the U.S. Trustee's Guidelines, each of which is described in more detail below and with reference to the detailed time entries.

**SERVICES PROVIDED FROM  
OCTOBER 1, 2007 THROUGH AND INCLUDING JANUARY 25, 2008**

14. The project categories listed in Exhibit D includes a number of tasks and professional services rendered by Dykema for the Debtors, since the commencement of the Chapter 11 cases. These categories have been arranged to facilitate convenience of presentation and to comply with the requirements of the Court, the Office of the United States Trustee and the Bankruptcy Code and represent an exclusive summary of Dykema's activities as special counsel for the Debtors.

15. A brief description follows of the type of services rendered in these categories:

a.. The majority of the matters listed in Exhibit D refer to work performed in the Intellectual Property practice at Dykema. These services consisted of preparing and filing a number of U.S. patent applications with the U.S. Patent and Trademark Office.

b. Dykema represented the Debtors in an arbitration proceeding against Hitachi Automotive. At issue in the case was whether a purchase order issued by the

Debtors to Hitachi was a requirements contract under Michigan law. After selecting the sole arbitrator, the parties engaged in written discovery consisting of document requests and interrogatories. The parties submitted direct testimony in written form and pre-hearing briefs in advance of the arbitration. The arbitration was conducted in July 2007. Both sides presented witnesses for examination at the hearing. Following the hearing, the parties submitted post-hearing briefs. The arbitrator issued his award in favor of the Debtors on October 22, 2007.

c. During the Fee Application Period, the environmental team at Dykema addressed environmental issues involving the proposed sale of the Debtors' facilities and issues involving the proposed lease of another of the Debtors' facilities. Dykema's environmental team also assisted with negotiation of a settlement with US EPA regarding environmental remediation at the Delphi Dayton, OH plant. The team also has had one of its attorneys working at Delphi 3-4 full days per week (starting the week of October 22, 2007) in the capacity as a temporary special counsel on environmental matters, which engagement has been extended for 2008.

- d. Dykema's tax group addressed tax audit issues for the Debtors.
- e. Dykema's corporate section rendered services to the Debtors regarding the potential divestiture of one of the Debtors' lines of business.

#### DISBURSEMENTS

16. Dykema made out-of-pocket disbursements during the Fee Application Period in the amount of \$24,438.59. This sum includes the following charges, among others, certified copies, telephone and telecopier toll and other charges, express mail charges, delivery charges, printing services; witness and filing fees and photocopying charges.

17. Costs incurred for computer assisted research are not included in Dykema's normal hourly billing rates and, therefore, are itemized and included in Dykema's disbursements. Dykema represents that its rate for duplication is \$0.10 per page, its rate for outgoing telecopier transmissions is \$1.00 (excluding related long distance transmission charges), there is no charge for incoming telecopier transmissions and there is no surcharge for computerized research. A complete review by category of the expenses incurred during the Fee Application Period is included in the summary of disbursements attached hereto as Exhibit C.

**PROFESSIONAL SERVICES RENDERED AND COSTS  
INCURRED FOR ENTIRE CASE**

18. Dykema seeks an award corresponding to the professional fees and the actual, reasonable and necessary costs incurred throughout the Fee Application Period and requests that the Court affirm its previous orders granting interim fees and expenses. The requested relief is proper, as Dykema has demonstrated that the professional services rendered and costs incurred since the Employment Order have benefited the Debtors, creditors and the bankruptcy estate. Section 330 of the Bankruptcy Code permits compensation provided such request is "reasonable." Under any standard, the fees incurred by Dykema meet this test. In this Final Application, Dykema also seeks this Court's award of all fees in the amount of \$265,520.65 and expenses in the amount of \$24,438.59 for its representation of the Debtors for the case.

WHEREFORE, Dykema respectfully requests entry of the order attached as Exhibit E granting (i) Dykema allowance of compensation for professional services rendered during the Fee Application Period as Special Counsel for the Debtors totaling \$265,520.65; (ii) reimbursement of actual and necessary expenses incurred by Dykema during the Fee Application Period in the amount of \$24,438.59; and (iii) such other and further relief as is just.

Respectfully Submitted,

DYKEMA GOSSETT PLLC

/s/ Ronald L. Rose

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Ronald L. Rose (P19621)  
Special Counsel for Debtors  
39577 Woodward Ave., Suite 300  
Bloomfield Hills, MI 48304  
(248) 203-0700

Dated: December 18 2009

**EXHIBIT A**

**DYKEMA GOSSETT PLLC**  
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Debtors.	: (Jointly Administered)
	:
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**CERTIFICATION UNDER GUIDELINES FOR FEES AND  
DISBURSEMENTS FOR PROFESSIONALS IN RESPECT OF  
SECOND AND FINAL APPLICATION OF DYKEMA GOSSETT PLLC FOR  
COMPENSATION AND REIMBURSEMENT OF EXPENSES**

I, Ronald L. Rose, hereby certify that:

1. I am a member with the applicant firm, Dykema Gossett PLLC ("Dykema"), with responsibility for the jointly administered chapter 11 cases of Delphi Corporation, et al. (the "Debtors"), in respect of compliance with the Amended Guidelines for Fees and Disbursements for Professionals in Southern District of New York Bankruptcy Cases adopted by the Court on

April 19, 1995 (the “Local Guidelines”), the United States Trustee Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. § 330, adopted on January 30, 1996 (the “UST Guidelines”) and the Order Pursuant to Sections 105(a) and 331 of the Bankruptcy Code Establishing Procedures for Interim Monthly Compensation and Reimbursement of Expenses of Professionals (the “Interim Compensation Order” and collectively with the Amended Local Guidelines and UST Guidelines, the “Guidelines”).

2. This certification is made in respect of Dykema’s application, dated December \_\_, 2009 (the “Application”), for interim compensation and reimbursement of expenses for the period commencing October 1, 2007 through and including January 25, 2008 (the “Application Period”) in accordance with the Guidelines.

3. In respect of section B.1 of the Local Guidelines, I certify that:

- a. I have read the Application;
- b. to the best of my knowledge, information, and belief formed after reasonable inquiry, the fees and disbursements sought fall within the Local Guidelines;
- c. the fees and disbursements sought are billed at rates in accordance with those customarily charged by Dykema and generally accepted by Dykema’s clients; and
- d. in providing a reimbursable service, Dykema does not make a profit on that service, whether the service is performed by Dykema in-house or through a third party.

4. In respect of section B.2 of the Local Guidelines and as required by the Interim Compensation order, I certify that Dykema has complied with these provisions requiring it to provide the Debtors and the Office of the United States Trustee for the Southern District of New York, on a monthly basis, with a statement of Dykema’s fees and disbursements accrued during the previous months.

5. In respect of section B.3 of the Local Guidelines, I certify that the Debtors and the United States Trustee for the Southern District of New York are each being provided with a copy of the Application.

Dated: December 18, 2009

Respectfully submitted,

New York, New York

DYKEMA GOSSETT PLLC

/S/ Ronald L. Rose

Ronald L. Rose, Esq. (P19621)  
Dykema Gossett PLLC  
Special Counsel for Debtors  
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Facsimile: (248) 203-0763

## EXHIBIT B

### SUMMARY OF FEES DELPHI CORPORATION, et al.

**OCTOBER 1, 2007 THROUGH AND INCLUDING JANUARY 25, 2008**

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			<b>TOTAL FEES</b>			<u><b>\$ 265,520.65</b></u>

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**DEPHI CORPORATION**

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Telecommunications	<u>87.79</u>
Fax Charges	<u>39.00</u>
Printing Charges	<u>279.50</u>
Federal Express / Delivery	<u>358.48</u>
Document Delivery	<u>35.00</u>
<b>SUB TOTAL</b>	<b>\$24,463.67</b>
<b>Charges for Tabs (deducted)</b>	<b>(25.08)</b>
<b>GRAND TOTAL</b>	<b>\$24,438.59</b>

**DELPHI CORPORATION**  
**Dykema Gossett PLLC First Interim Fee Application**  
**Summary of Matters**

Client-Matter #	Description	Hours	Fees
065110-0184	DESC 1: (DP-316829) USPA "ROBUST	7.10	2,485.00
065110-0189	DESC 1: (DP-316323) USPA "LIQUID	10.60	3,554.00
065110-0190	DESC 1: (DP-317115) USPA "IGNITION	5.90	2,065.00
065110-0196	DESC 1: (DP-317216) USPA "INTAKE	15.90	5,500.00
101520-0001	DESC 1: FEE APPLICATION ISSUES	66.00	13,949.00
101302-0001	DESC 1: PROJECT SEGMENT	3.30	952.65
101289-0002	DESC 1: MOTOROLA / TREMIC	0.20	60.00
100428-0001	DESC 1: MICHIGAN SINGLE BUSINESS TAX	283.80	118,435.00
101542-0004	DESC 1: ENVIRONMENTAL COUNSELING	340.90	83,780.10
101289-0001	DESC 1: HITACHI AUTOMOTIVE, INC.	2.40	680.00
101302-0001	DESC 1: POWERTRAIN & SUSPENSION	2.90	1,197.00
101542-0003	DESC 1: HOME AVENUE PLANT	7.70	2,979.90
065110-0175	DESC 1: (DP-316235) USPA "USE OF	14.80	4,500.00
065110-0182	DESC 1: (DP-316828) USPA "SOFTWARE	15.50	4,500.00
065110-0183	DESC 1: (DP-316688) USPA "TURBO	14.10	4,071.00
065110-0176	DESC 1: (DP-316681) USPA "METHOD	15.50	4,500.00
065110-0177	DESC 1: (DP-316686) USPA "PUMPING	13.60	3,906.00
065110-0178	DESC 1: (DP-316687) USPA "VOLUMETRIC	13.50	3,906.00
065110-0188	DESC 1: (DP-316688) USPA "OBSTRUCTION	15.20	4,500.00
	<b>GRAND TOTAL :</b>	848.90	265,520.65

DET 01# 619589

**DYKEMA GOSSETT PLLC**  
**39577 Woodward Avenue**  
**Suite 300**  
**Bloomfield Hills, MI 48304-2820**  
**(248) 203-0700**  
**Ronald L. Rose (P19621)**

**Special Counsel for Delphi Corporation, et al.,**  
**Debtors and Debtors-in-Possession**

**Delphi Legal Information Hotline:**  
**Toll Free: (800) 718-5305**  
**International: (248) 813-2698**

**Delphi Legal Information Website:**  
<http://www.delphidocket.com>

**UNITED STATES BANKRUPTCY COURT**  
**SOUTHERN DISTRICT OF NEW YORK**

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:  
In re : Chapter 11  
:  
DELPHI CORPORATION, et al., : Case No. 05-44481 (RDD)  
:  
Debtors. : (Jointly Administered)  
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**FOR ELECTRONIC FILING PURPOSES ONLY**

Due to the volume of the accounting reports, they are not included with the electronically filed copy of the Second and Final Application of Dykema Gossett PLLC for Allowance of Compensation and Reimbursement of Expenses as Special Counsel for the Debtors to April 1, 2007 for the fee period from October 1, 2007 through and including January 25, 2008.

Copies of the accounting reports referenced in the Application may be obtained by contacting Ronald L. Rose, Esq., Dykema Gossett PLLC, 39577 Woodward Avenue, Suite 300, Bloomfield Hills, MI 48304-2820, (248) 203-0700, rrose@dykema.com.

**EXHIBIT E**

**DYKEMA GOSSETT PLLC**  
**39577 Woodward Avenue**  
**Suite 300**  
**Bloomfield Hills, MI 48304-2820**  
**(248) 203-0700**  
**Ronald L. Rose (P19621)**

**Special Counsel for Delphi Corporation, et al.,**  
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**UNITED STATES BANKRUPTCY COURT**  
**SOUTHERN DISTRICT OF NEW YORK**

	x
:	
In re	: Chapter 11
:	
DELPHI CORPORATION, et al.,	: Case No. 05-44481 (RDD)
:	
Debtors.	: (Jointly Administered)
:	
	x

**ORDER APPROVING SECOND AND FINAL FEE APPLICATION OF DYKEMA  
GOSSETT PLLC FOR ALLOWANCE OF COMPENSATION AND REIMBURSEMENT  
OF EXPENSES AS SPECIAL COUNSEL FOR THE DEBTORS TO APRIL 1, 2007  
FROM OCTOBER 1, 2007 THROUGH AND INCLUDING JANUARY 25, 2008**

Upon consideration of the Second and Final Fee Application of Dykema Gossett PLLC ("Dykema") for Allowance of Compensation and of Reimbursement of Expenses as Special Counsel for the Debtors to April 1, 2007 from October 1, 2007 Through and Including January 25, 2008 (the "Application"); and the Court having entered the Order Pursuant to Section 327(e) of the Bankruptcy Code Authorizing the Employment and Retention of Dykema

Gossett PLLC as Special Counsel for the Debtors to April 1, 2007 (the "Retention Order"); and this Court having reviewed the Application; and no objections to the Application having been filed; and a hearing having been held before this Court to consider the Application; and this Court having found that (i) the Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334, (ii) this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2), and (iii) notice of the filing of this Application was adequate and appropriate under the circumstances and in compliance with applicable Federal Rules of Bankruptcy Procedure and the Local Rules of this Court; and sufficient cause having been shown therefore, it is hereby

**ORDERED, ADJUDGED AND DECREED THAT:**

1. The Application is hereby granted.
2. The Court hereby approves and allows on a final basis, compensation to Dykema, for its actual, reasonable and necessary services rendered for the benefit of the Debtors for the period October 1, 2007 through January 25, 2008 in the amount of \$265,520.65 and reimbursement to Dykema for actual and necessary expenses incurred by Dykema in connection with the aforesaid services in the amount of \$24,438.59.
3. The Debtors are hereby authorized to remit the balance of any unpaid fees and expenses awarded by this Order to Dykema, consistent with the terms of the 20% holdback reserve pursuant to the Order Pursuant to Sections 105(a) and 331 of the Bankruptcy Code Establishing Procedures for Interim Monthly Compensation and Reimbursement of Expenses of Professionals, dated December 14, 2004 (D.N. 71).

Dated: New York, New York  
\_\_\_\_\_, 2010

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UNITED STATES BANKRUPTCY JUDGE

**EXHIBIT A**

Case No.: 05-44481 (RDD) (Jointly Administered)

Case Name: In re Delphi Corporation, et al.

Current Fee Period: (October 1, 2007 to January 25, 2008)

Applicant	Date of Application	Docket No. of Application	Fees Requested	Fees Awarded	Expenses Requested	Expenses Awarded
Dykema Gossett PLLC	— / 2009		\$265,520.65	\$	\$24,438.59	\$

Summary: All Fee Periods (Including this Period)

Applicant	Total Fees Requested	Total Fees Awarded	Total Expenses Requested	Total Expenses Awarded
Dykema Gossett PLLC	\$265,520.65	\$	\$24,438.59	\$

Date: \_\_\_\_\_

Initials: U.S.B.J.

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